



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

HUMANICA PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2022



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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : HUMANICA PUBLIC COMPANY LIMITED

Symbol : HUMAN

Address : No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-District,
Pathumwan District

Province : Bangkok

Postcode : 10330

Business : The group of company operates as a software developer to
implement and provide human resources management services and
payroll outsourcing including accounting and finance
outsourcing services.

Registration Number : 0107560000338

Telephone : 0-2636-6999

Fax (if applicable) : 0-2092-9202

Website : www.humanica.com

Email : Account@humanica.com

Total Shares Sold (shares)

Common Stock : 867,443,576

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	740,351.00	770,493.00	1,073,496.00
Revenue from HR Solutions (Thousand baht)	612,100.00	616,898.00	910,100.00
Revenue from Financial Solutions (Thousand baht)	107,711.00	111,182.00	132,088.00
Life and Non-Life Insurance Broker (Thousand baht)	13.00	612.00	4,002.00
Other income (Thousand baht)	20,527.00	41,801.00	27,306.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Revenue from HR Solutions (%)	82.68	80.07	84.78
Revenue from Financial Solutions (%)	14.55	14.43	12.30
Life and Non-Life Insurance Broker (%)	0.00	0.08	0.37
Other income (%)	2.77	5.43	2.54

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	740,351.00	770,493.00	1,073,496.00
Domestic (Thousand baht)	656,997.00	683,534.00	726,893.00
International (Thousand baht)	83,354.00	86,959.00	346,603.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	88.74	88.71	67.71

International (%)	11.26	11.29	32.29
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*Excluding the profit margins in the associated companies

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : Yes

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	14,325,942.00	16,099,958.00	16,501,339.00

Risk Management

Risk Management

Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

1. Risk from the Coronavirus Disease 2019 (COVID-19) outbreak 2. Climate change risks

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Changes in technologies
- Business operations of partners in the supply chain
- Reliance on large partners / distributors or few partners / distributors
- Other

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Information security and cyber-attack
- Other

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate
- Fluctuation in return on assets or investment

Risk to Securities Holder (2.2.2)

1. Risks of Uncertain Returns on Investment for Shareholders 2. Risk from Dividend Payment

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

Risk to Securities Holder from Investing in Foreign Securities (Applicable to only foreign companies) (2.2.3)

1. General risks of investing in securities 2. Risks associated with market conditions and price volatility 3. Exchange rate risk

Risk Management Measures: Yes

Related Risk Topics

- Investment risk

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://www.humanica.com/th/>

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://www.humanica.com/th/>

Company environmental guideline : Electricity Management, Fuel Management, Renewable/Clean Energy Management, Water Management

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Fuel consumption

	2020	2021	2022
Jet fuel (Litre)	0.00	0.00	0.00
Diesel (Litre)	0.00	0.00	2,723.00
Gasoline (Litre)	0.00	0.00	0.00
Fuel oil (liters)	0.00	0.00	0.00
Crude oil (barrels)	0.00	0.00	0.00
Natural gas (Standard cubic feet)	0.00	0.00	0.00

LPG (Kilogram)	0.00	0.00	0.00
Steam (tonnes)	0.00	0.00	0.00
Coal (tonnes)	0.00	0.00	0.00

• **Electricity consumption**

	2020	2021	2022
Amount of electricity purchased (kWh)	451,910.15	457,451.92	488,367.80

Water management

• **Water consumption**

	2020	2021	2022
Water consumption (cubic meters)	4,960.57	4,606.45	4,330.00

Waste management

• **Waste from operations**

	2020	2021	2022
Non-hazardous waste (kg)	0.00	0.00	0.00
Hazardous waste (kg)	0.00	0.00	0.00
Total (kg)	0.00	0.00	0.00

Greenhouse gas management

• **Greenhouse gas emissions**

	2020	2021	2022
GHG emission target	0.00	0.00	0.00
Scope 1 (Tons of carbon dioxide equivalents)	0.00	0.00	0.00
Scope 2 (Tons of carbon dioxide equivalents)	0.00	0.00	0.00
Scope 3 (Tons of carbon dioxide equivalents)	0.00	0.00	0.00

Total (Tons of carbon dioxide equivalents)	0.00	0.00	0.00
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• **Verification of greenhouse gas emissions over the past year**

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : Yes

URL of human rights policy : <https://www.humanica.com/th/>

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Consumer Rights, Community and Environment Rights, Safety and Occupational Health at Work, Non-discrimination

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2020	2021	2022
Number of male employees (persons)	240	221	473
Number of female employees (persons)	351	356	485
Total (persons)	591	577	958

• Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	261,699,229.00	275,167,506.00	401,217,361.00

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	1	1	14
Employee development and training expenses (baht)	957,264.12	474,215.82	2,369,258.15

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	0	0	0

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	20.64	43.50	36.43

• **Significant labor dispute**

	2020	2021	2022
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://www.humanica.com/th/%e0%b8%82%e0%b9%89%e0%b8%ad%e0%b8%81%e0%b8%b3%e0%b8%81%e0%b8%b1%e0%b8%9a%e0%b8%94%e0%b8%b9%e0%b9%81%e0%b8%a5%e0%b8%81%e0%b8%b4%e0%b8%88%e0%b8%81%e0%b8%b2%e0%b8%a3/>

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	7	100.00
Number of male directors	6	85.71
Number of female directors	1	14.29
Number of executive directors	2	28.57
Number of non-executive directors	5	71.43
Number of independent directors	4	57.14

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. ANOTAI ADULBHAN Gender: Male Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive) Director type: Original director	12 Nov 2019	Digital Marketing, IT Management, Finance, Human Resource Management, Finance & Securities

2.	<p>Mr. SOONTORN DENTHAM</p> <p>Gender: Male</p> <p>Age: 65 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Executive)</p> <p>Director type: Original director</p>	29 Jul 2003	<p>Digital Marketing, IT Management, Project Management, Human Resource Management, Corporate Management, Accounting, Finance</p>
3.	<p>Mr. PATARA YONGVANICH</p> <p>Gender: Male</p> <p>Age: 47 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	17 Mar 2014	<p>Finance & Securities, Corporate Management, Human Resource Management, IT Management</p>
4.	<p>Mr. THANACHART NUMNONGDA</p> <p>Gender: Male</p> <p>Age: 57 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	12 Nov 2015	<p>Human Resource Management, Industrial Materials & Machinery, Marketing, Banking, Information & Communication Technology</p>
5.	<p>Mr. PATAI PADUNGTIN</p> <p>Gender: Male</p> <p>Age: 43 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	31 Jan 2019	<p>Human Resource Management, Property Development, Information & Communication Technology</p>

6.	Ms. PIYAPORN PHANACHET Gender: Female Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	3 Feb 2021	Human Resource Management, Property Development, Finance & Securities, Food & Beverage, Project Management, Tourism & Leisure
7.	Mr. GORDON ENNS Gender: Male Age: 46 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Executive) Director type: Additional and newly-appointed directors	31 Mar 2022	IT Management, Digital Marketing, Strategic Management, Leadership, Project Management, Human Resource Management

Other Information pertaining to committees

The Chairman is an independent director	: No
The Chairman and the manager are the same person	: No
The Chairman and the manager are members of the same family	: No
The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings	: Yes

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PATARA YONGVANICH [1] Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	17 Mar 2014	Finance & Securities, Corporate Management, Human Resource Management, IT Management
2. Mr. THANACHART NUMNONDA [1] Gender: Male Age: 57 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	12 Nov 2015	Human Resource Management, Industrial Materials & Machinery, Marketing, Banking, Information & Communication Technology
3. Ms. PIYAPORN PHANACHET [1] Gender: Female Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	3 Feb 2021	Human Resource Management, Property Development, Finance & Securities, Food & Beverage, Project Management, Tourism & Leisure

[1] A director with the accounting expertise needed to review financial statements

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Investment Committee	Mr. PATAI PADUNGTIN	Chairman
	Mr. PATARA YONGVANICH	Member
	Mr. SOONTORN DENTHAM	Member
Nomination and Remuneration Committee	Ms. PIYAPORN PHANACHET	Chairman
	Mr. ANOTAI ADULBHAN	Member
	Mr. THANACHART NUMNONDA	Member

Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : Nomination and Remuneration Committee

Sub-committees responsible for remuneration : Nomination and Remuneration Committee

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SOONTORN DENTHAM Gender: Male Age: 65 years old Highest level of education: Bachelor's degree Major: Accounting	CHIEF EXECUTIVE OFFICER	29 Jul 2003	Digital Marketing, IT Management, Project Management, Human Resource Management, Corporate Management, Accounting, Finance

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration policy for executives

Remuneration policy for executives : Yes

Remuneration

	2020	2021	2022
Total executive remuneration (baht)	24,164,749.60	28,630,876.11	40,110,377.84

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : Yes

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 473

Number of female employees (persons) : 485

Total (persons) : 958

Employee Remuneration

Total employee remuneration : 401,217,361.00

Provident fund

Total number of employees (persons) : 958

Number of employees contributing to the PVD (persons) : 348

Percentage of employees who are members (%) : 36.33

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

List of new directors appointed in the past year

• List of continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PATAI PADUNGTIN Gender: Male Age: 43 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 31 Jan 2019	Human Resource Management, Property Development, Information & Communication Technology
2. Ms. PIYAPORN PHANACHET Gender: Female Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 3 Feb 2021	Human Resource Management, Property Development, Finance & Securities, Food & Beverage, Project Management, Tourism & Leisure

• List of newly appointed director (not being replaced the ex-director)

General information	Position	Date position was assumed	Experience and expertise
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1.	Mr. GORDON ENNS	Director (Executive)	Date position was assumed: 31 Mar 2022	IT Management, Digital Marketing, Strategic Management, Leadership, Project Management, Human Resource Management
	Gender: Male			
	Age: 46 years old			
	Highest level of education:	Director type: Additional and newly-appointed directors		
	Bachelor's degree			
	Major: Business Administration			
	Thai nationality: No			
	Residing in Thailand: No			

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. ANOTAI ADULBHAN	Chairman of the board	Non-participating
Mr. SOONTORN DENTHAM	Vice Chairman	Non-participating
Mr. PATARA YONGVANICH	Director	Non-participating
Mr. THANACHART NUMNONGDA	Director	Non-participating
Mr. PATAI PADUNGTIN	Director	Non-participating
Ms. PIYAPORN PHANACHET	Director	Non-participating
Mr. GORDON ENNS	Director	Non-participating

Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 6

Date of AGM meeting : 26 Apr 2023

EGM meeting : No

List of directors		Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. ANOTAI ADULBHAN (Chairman of the board)	-	6/6	Participating	Did not hold the meeting
2.	Mr. SOONTORN DENTHAM (Vice Chairman)	-	6/6	Participating	Did not hold the meeting
3.	Mr. PATARA YONGVANICH (Director)	-	6/6	Participating	Did not hold the meeting
4.	Mr. THANACHART NUMNONDA (Director)	-	6/6	Participating	Did not hold the meeting
5.	Mr. PATAI PADUNGTHIN (Director)	-	6/6	Participating	Did not hold the meeting
6.	Ms. PIYAPORN PHANACHET (Director)	-	6/6	Participating	Did not hold the meeting
7.	Mr. GORDON ENNS (Director)	-	2/2	Participating	Did not hold the meeting

Remuneration for company directors

List of directors		Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mr. ANOTAI ADULBHAN (Chairman of the board)	-	220,000.00	0.00	No
2.	Mr. SOONTORN DENTHAM (Vice Chairman)	-	0.00	0.00	No
3.	Mr. PATARA YONGVANICH (Director)	-	330,000.00	0.00	No
4.	Mr. THANACHART NUMNONDA (Director)	-	260,000.00	0.00	No
5.	Mr. PATAI PADUNGTHIN (Director)	-	240,000.00	0.00	No
6.	Ms. PIYAPORN PHANACHET (Director)	-	250,000.00	0.00	No
7.	Mr. GORDON ENNS (Director)	-	0.00	0.00	No

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. PATARA YONGVANICH (Chairman of the audit committee)	-	4/4
2.	Mr. THANACHART NUMNONDA (Audit committee)	-	4/4
3.	Ms. PIYAPORN PHANACHET (Audit committee)	-	4/4